

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 7
BKY 18-50378 (WJF)

ERP Iron Ore, LLC,

Debtor.

**NOTICE OF EXPEDITED HEARING AND MOTION FOR SALE OF
THE DEBTOR'S PERSONAL PROPERTY ASSETS FREE AND CLEAR OF
LIENS, ENCUMBRANCES AND OTHER INTERESTS**

TO: The debtor and other entities specified in Local Rule 9013-3(a)(1):

1. Nauni J. Manty, the chapter 7 trustee of the bankruptcy estate of ERP Iron Ore, LLC, moves the court for the relief requested below and gives notice of hearing.

2. The court will hold a hearing on this motion at **2:30 p.m. on Tuesday, November 9, 2021**, before the Honorable William J. Fisher, in Courtroom 2A, at U.S. Courthouse, 316 North Robert Street, St. Paul, Minnesota 55101.

3. Because of the expedited nature of this Motion, the Trustee will not object to any response to the motion which is filed and served by 9:00 a.m. on the date of the hearing. **UNLESS A RESPONSE OPPOSING THE MOTION IS TIMELY FILED, THE COURT MAY GRANT THE MOTION WITHOUT A HEARING.**

4. This court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1134, Fed. R. Bankr. P. 5005 and Local Rule 1070-1. This proceeding is a core proceeding. This case was commenced by the filing of an involuntary petition for relief under chapter 7 on May 25, 2018. On July 16, 2018, the debtor consented to relief under the bankruptcy code. On July 17, 2018, the court ordered relief and on that same day, the debtor voluntarily converted the case to a case under chapter 11. The case was converted to a case under chapter 7 on December 1, 2018. Ms. Manty

was appointed as the chapter 7 trustee on December 3, 2018. This case is now pending in this court.

5. The trustee requests an order of this court granting the expedited hearing request and granting her motion. One of the conditions of the sale is that the purchaser is anxious to purchase the property due to the time of the year. Northern Minnesota has, in the past, experienced winter storms as early as October 31. On October 31, 1991, Minnesota experienced record snow fall of over 36 inches. The purchaser wishes to remove the property as soon as possible. As such, the trustee requests that her request for expedited hearing be granted.

6. This motion for sale arises under 11 U.S.C. §§ 363(b), 363(f), 363(m), 506(c) and Fed. R. Bankr. P. 6004 and 2002. This motion is filed under Fed. R. Bankr. P. 9014 and 9019 and Local Rules 6004-1, 9006-1 and 9013-1 to 9013-3. The trustee requests relief with respect to an order of the court allowing her to sell certain of the remaining personal property free and clear of liens, encumbrances and other interests.

7. The debtor's assets include the remaining personal property and titled vehicles presently located at Plant 4. The personal property includes the following:

Description	Make	Model	Year	Serial/VIN
Excavator	Caterpillar	336DH		W3K00704
Excavator	Caterpillar	336E		HBZY00283
Excavator	Caterpillar	336DL		W3K00503
Haul Truck	Caterpillar	740		KB1P05722
Haul Truck	Caterpillar	740		KB1P04837
Haul Truck	Caterpillar	740		VB1P06520
Compactor	Caterpillar	CS-563E		CASA01084
Tracked Tractor	Caterpillar	Challenger		

Sweeper	Rosco	4890		58791
Sweeper	Rosco	4890		69303
Lube Truck	Kenworth			n.a.
Lube Truck	International	8600 6x4	2005	1HSHXAHR46J263187
4x4 Pick up	Chevy	2500HD	2011	1GC2KVC5BZ465719
4x4 Pick up	Chevy	2500HD	2009	1GCHK53K09F16876
4x4 Pick up	Chevy	1500	2011	3GCPKSE32BG276377
4x4 Pick up	Chevy	1500	2010	3GCRKSE33AG296497
Plow Pick up	Ford	F250	2007	1FT1NF21556EA70709
Box Van	Ford	F550	2008	1FDAF56581EA18755
Pick up	GMC	Sierra	2007	2GTEK13C881100861
4x4 Pick up	Chevy	2500	2008	1GCHK29K88E176936
4x4 Pick up	Dodge	RAM	2009	n.a.
4x4 Pick up	Chevy	2500HD	2008	1GCHK23K98F196583
4x4 Pick up	Chevy	2500HD	2008	1GCHK59K29E113849
4x4 Pick up	Chevy	2500HD	2009	1GC4K08G8AF142942
Flatbed	Ford	F550	2004	1FDXF547815EA13538
4x4 Pick up	Chevy	2500HD	2003	1GCHK53K49F105514
Service Truck	Ford	F550	2004	1FDSX35S21EA63253
SUV	GMC	Yukon	2012	1GKS2CE03DR159811
4x4 Pick up	Ford	F150	2011	1FTFW1ET1CFA13925
4x4 Pick up	Chevy	1500	2010	3GCPKSE30BG104266
Service Truck	Ford	F350		LT5
Service Truck	Ford	F250		n.a.
Pick up	Dodge	Dakota	1997	1B7GG23X1VS217826
Service Truck As-Is	Ford	F550		LT3
Tymco Sweeper	Ford			

Tymco Sweeper	Freightliner			
Balebuster	HayBuster	2564		
Vac Trailer	Ring-o-Matic	550		
Hydro Seeder	Finn	T120		
Diesel Pump	Thompson			
Diesel Pump	Thompson			
Diesel Pump	UA Rental			
Diesel Pump	UA Rental			
Diesel Pump	Thompson			
Diesel Pump	Thompson			
Diesel Pump				
Diesel Pump				
Light Plant	Allmand			
Light Plant	Terex			
Light Plant	Allmand	Night Lite Pro II		
Light Plant	Allmand			
Light Plant	Magnum			
Air Compressor	Doosan	XP825		
Air Compressor	Sullair	185		
Flatbed Trailer	PJ			
Flatbed Trailer				
Boom Lift	Genie	S-120		
Herc-u-Lift	JLG	4069LE		
Forklift	Toyota	8FGCU30		11650
ATV w/ Trailer				
(9) Dump Hoppers	Jesco			
Excavator Buckets				

Structural Steel				
Disc	Wishek			
Pontoon Boat				
Storage Container				
E-50 Float Cell				
Gang Box	Jobox			
(8) Storage Containers				
Pipe Welder	McElroy			
Pipe Welder				
Spare Parts Inventory				
Garage Equipment consisting of miscellaneous tools, pumps				

The above personal property being sold, which includes unencumbered vehicles, is hereinafter collectively referred to as the “Personal Property Assets”. None of the installed assets intellectual property rights are being sold.

8. PPL Acquisition Group XIV, LLC (“PPL”) has submitted an offer for the Personal Property Assets for \$300,000. If any additional offers are made for the purchase of the Personal Property Assets, the offers must be made at \$50,000 increments on or before November 5, 2021. Only cash offers will be considered and the purchaser must provide the trustee with proof of financial ability to close within ten days of court approval.

9. The trustee seeks to sell the Personal Property Assets free and clear of liens, encumbrances and other interests pursuant to 11 U.S.C. § 363(f) with the liens to attach to the proceeds of the sale with the same dignity and priority as the liens attached to the Personal Property Assets.

10. The Personal Property Assets are being sold “as is, where is” without any representations or warranties.

11. The trustee believes the sale price is fair and reasonable.

12. PPL or the successful purchaser agrees to pay the estate within ten days of court approval.

13. During the course of the bankruptcy case, the debtor’s secured debt has been claimed to consist of the following: (i) a promissory note dated January 30, 2017 in favor of Progress Rail Leasing Corporation (“Progress Rail”), with principal amount payable up to \$5 million as credit support for a rejected underlying railcar lease; (ii) Floating Rate Senior Secured Amortizing PIK Toggle Notes due December 31, 2019 issued pursuant to an indenture dated as of January 30, 2017 among the debtor, as Issuer, and Wilmington Fund Savings Society, FSB, as Trustee and Collateral Agent, now UMB Bank, N.A. (hereinafter referred to as “Wilmington”), in the original issue amount of \$22.5 million and with an outstanding amount payable of approximately \$14.8 million as of March 31, 2018; (iii) a promissory note dated January 27, 2017, in favor of Lighthouse Management Group, Inc., as Administrative Agent under Settlement Agreement by and between the debtor and the Mag Debtor’s contractors (“Lighthouse Management”), issued in the original face amount of \$32,017,807.74; and (iv) a DIP loan with Merida National Resources, LLC (“Merida”) that Merida estimates in an approximate principle amount of \$1.3 million.

14. During the course of the bankruptcy case, Progress Rail, Wilmington, Lighthouse Management and Merida have asserted secured interests Personal Property Assets. Progress Rail’s secured claim has been fully satisfied. [Doc. Nos. 484 and 488].

15. Wilmington's secured claim has also been resolved. [Doc. Nos. 495 and 500, as amended by Doc. Nos. 511 and 522]. In connection with the resolution with Wilmington, Wilmington granted the trustee a participation in its mortgages and security agreements. There were no objections to the settlement with Wilmington.

16. The trustee has alleged in an adversary proceeding that Wilmington's lien in Personal Property Assets is superior to that of Lighthouse Management in the Personal Property Assets, which matter is before the court and is pending. *See* Adversary No. 20-05018. Lighthouse Management is disputing the trustee's claims.

17. Merida's secured claim has also been resolved. [Doc. Nos. 514 and 525]. In connection with a settlement with the trustee, Merida is required to withdraw its secured claim, Claim No. 40. [Doc. Nos. 514 and 525]. There were no objections to the settlement with Merida.

18. PPL is purchasing the Personal Property Assets in good faith and is a good faith buyer within the meaning of 11 U.S.C. § 363(m). PPL did not engage in any misconduct in connection with the sale. PPL is also paying value for the Personal Property Assets and the purchase is an arms-length transaction. In addition, PPL is not a continuation of, or a successor to, debtor or any entity owned by debtor.

19. The trustee intends to surcharge the sale proceeds in connection with the Personal Property Assets being sold pursuant to 11 U.S.C. § 506(c). To date, the trustee has incurred several expenses in protecting the Plant 4 assets. Some of those expenses include, but are not limited to, insuring Plant 4 in the amount of \$484,360.40¹ and retaining an individual to watch over Plant 4 of \$263,686.42. There are also additional expenses not set forth in the motion. The expenses exceed the amount that the estate will receive for the purchase of the Personal Property Assets.

¹ If the trustee canceled the insurance as of November 30, 2021, she estimates that she would receive a refund of \$117,343.93. This is only an estimate, however.

20. If testimony is required, the following parties may be called to testify relative to the procedure used in the sale: Nauni Manty and Barret Arthur.

WHEREFORE, the trustee respectfully requests that the court grant her request for an expedited hearing and also grant her motion to sell the Personal Property Assets free and clear of liens, encumbrances and other interests and for such other and further relief as is just. She also requests that the fourteen-day stay as provided by Fed. R. Bankr. P. 6004(h) be waived so the trustee may pass title as quickly as possible.

Dated: October 28, 2021

MANTY & ASSOCIATES, P.A.

/e/ Nauni J. Manty

Nauni J. Manty (#230352)
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Minneapolis, MN 55401
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Attorneys for the Trustee

VERIFICATION

I, Nauni Jo Manty, the chapter 7 trustee, named in the foregoing notice of hearing and motion, declare under penalty of perjury that the foregoing is true and correct according to the best of my knowledge, information and belief.

Dated: October 28, 2021



Nauni J. Manty, Trustee

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 7
BKY 18-50378 (WJF)

ERP Iron Ore, LLC,

Debtor.

**MEMORANDUM IN SUPPORT OF TRUSTEE'S MOTION
FOR SALE OF THE DEBTOR'S PERSONAL
PROPERTY ASSETS FREE AND CLEAR OF LIENS,
ENCUMBRANCES AND OTHER INTERESTS**

INTRODUCTION

Nauni J. Manty, the chapter 7 trustee, submits this memorandum of law in support of the trustee's motion for approval of the sale of the Personal Property Assets (as defined in the motion) free and clear of liens, encumbrances and other interests.

FACTS

The factual background is set forth in the motion and, to avoid duplication, is incorporated by reference as if fully set forth in this memorandum.

ARGUMENT

Section 363 of the bankruptcy code provides that the trustee “after notice and a hearing may use, sell or lease, other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1); *In re Hanson Industries*, 90 B.R. 405 (Bankr. D. Minn. 1988). Section 363(f) allows a trustee to sell property “free and clear of any interest in such property of an entity other than the estate,” if one of five criteria is met. *Lindsey v. Ipock*, 732 F.2d 619, 622 (8th Cir. 1984). Section 363(f) provides:

- (f) The trustee may sell property under subsection (b) or (c) of this section free and clear of any interest in such property of an entity other than the estate, only if –
 - (1) applicable nonbankruptcy law permits sale of such property free and clear of such interest;
 - (2) such entity consents;
 - (3) such interest is a lien and the price at which such property is to be sold is greater than the aggregate value of all liens on such property;
 - (4) such interest is in bona fide dispute; or
 - (5) such entity could be compelled, in a legal or equitable proceeding, to accept a money satisfaction of such interest.

Section 363(f) is drafted in the disjunctive. Therefore, the satisfaction of one of the five requirements is sufficient. As detailed below, Section 363(f) is satisfied with regard to each of the claimed liens against the Personal Property Assets. All liens will attach to the net proceeds of the sale with the same priority, validity and enforceability, if any, as they had against the Personal Property Assets. The proceeds of the sale of the Personal Property Assets will be held by the trustee pending further order of the bankruptcy court.

The trustee is hopeful that the secured creditors that claim to possess liens will consent to the sale, which would satisfy 11 U.S.C. § 363(f)(2). The failure to object to a proposed sale could be construed as consent to the sale. *Veltman v. Whetzal*, 93 F.3d 517, 521-522 (8th Cir. 1996) (explaining that the failure to object to a proposed sale could be construed as consent to the sale). Accordingly, if no objection is filed, consent will be established. The secured claims of Progress Rail, Wilmington and Merida have been resolved. If Lighthouse Management does not consent, 11 U.S.C. § 363(f)(4) is satisfied as to Lighthouse Management. Moreover, the monies that the estate has expended in connection with Plant 4 far exceed the amount from the sale of the Personal

Property Assets. The Personal Property Assets also include unencumbered, titled vehicles that are not subject to any liens.

Bona fide disputes exist with regard to the claimed liens of Lighthouse Management. The term bona fide dispute is not defined by 11 U.S.C. § 363(f)(4). To determine if a bona fide dispute exists, the court must determine “whether there is an objective basis for either a factual or legal dispute as to the validity of the debt.” *In re Gaylord Grain L.L.C.*, 306 B.R. 624, 627 (B.A.P. 8th Cir. 2004) citing *In re Busick*, 831 F.2d 745, 750 (7th Cir. 1987); *In re Octagon Roofing*, 123 B.R. 583, 590 (Bankr. N. D. Ill. 1991). The court is not required to resolve the underlying dispute. *Id.* Instead, the court simply needs to determine that a bona fide dispute exists. *Id.* To enable the court to make the determination, evidence must be provided that shows the “factual grounds that there is an ‘objective basis’ for the dispute.” *Id.* Courts utilizing this definition have held the parties to an evidentiary standard and evidence must be provided to show factual grounds that there is an “objective basis” for the dispute. *Id.* Lighthouse Management’s lien on the non-titled Personal Property Assets is being currently challenged and is before the court.

The trustee believes that the best interest of the estate mandates that such sale be approved. The trustee believes that all of the interest holders in the Personal Property Assets, which the trustee seeks to sell, will have their interests protected as provided by 11 U.S.C. § 363. As such, the sale of the Personal Property Assets should be approved.

CONCLUSION

Because the sale of the Personal Property Assets is in the best interest of the estate, the trustee respectfully requests that her motion for sale of Personal Property Assets free and clear of liens, encumbrances and other interests be approved and the fourteen-day stay be waived, so the trustee may pass title as quickly as possible.

Dated: October 28, 2021

MANTY & ASSOCIATES, P.A.

/e/ Nauni J. Manty

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Attorneys for the Trustee

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

IN RE:
ERP Iron Ore, LLC

CASE NO: 18-50378 (WJF)

**DECLARATION OF MAILING
CERTIFICATE OF SERVICE**

Chapter:

On 10/28/2021, I did cause a copy of the following documents, described below,

Notice of Expedited Hearing and Motion for Sale of The Debtor's Personal Property Assets Free and Clear of Liens, Encumbrances and Other Interests

to be served for delivery by the United States Postal Service, via First Class United States Mail, postage prepaid, with sufficient postage thereon to the parties listed on the mailing list exhibit, a copy of which is attached hereto and incorporated as if fully set forth herein.

I caused these documents to be served by utilizing the services of BK Attorney Services, LLC d/b/a certificateofservice.com, an Approved Bankruptcy Notice Provider authorized by the United States Courts Administrative Office, pursuant to Fed.R.Bankr.P. 9001(9) and 2002(g)(4). A copy of the declaration of service is attached hereto and incorporated as if fully set forth herein.

Parties who are participants in the Courts Electronic Noticing System ("NEF"), if any, were denoted as having been served electronically with the documents described herein per the ECF/PACER system.

DATED: 10/28/2021

/s/ Nauni Manty
Nauni Manty

Manty & Associates, P.A.
150 South Fifth Street, Ste 3125
Minneapolis, MN 55402
612 465 0990

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

IN RE:
ERP Iron Ore, LLC

CASE NO: 18-50378 (WJF)

**CERTIFICATE OF SERVICE
DECLARATION OF MAILING**

Chapter:

On 10/28/2021, a copy of the following documents, described below,

Notice of Expedited Hearing and Motion for Sale of The Debtor's Personal Property Assets Free and Clear of Liens, Encumbrances and Other Interests

were deposited for delivery by the United States Postal Service, via First Class United States Mail, postage prepaid, with sufficient postage thereon to the parties listed on the mailing list exhibit, a copy of which is attached hereto and incorporated as if fully set forth herein.

The undersigned does hereby declare under penalty of perjury of the laws of the United States that I have served the above referenced document(s) on the mailing list attached hereto in the manner shown and prepared the Declaration of Certificate of Service and that it is true and correct to the best of my knowledge, information, and belief.

DATED: 10/28/2021



Jay S. Jump
BK Attorney Services, LLC
d/b/a certificateofservice.com, for
Nauni Manty
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150 South Fifth Street, Ste 3125
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CASE INFO

LABEL MATRIX FOR LOCAL NOTICING
08645
CASE 18-50378
DISTRICT OF MINNESOTA
DULUTH
THU OCT 28 13-15-38 CDT 2021

AW KUETTEL SONS INC
FABYANSKE WESTRA HART THOM
333 SOUTH SEVENTH STREET
SUITE 2600
MINNEAPOLIS MN 55402-2437

AFCO CREDIT CORPORATION
1133 AVENUE OF THE AMERICAS 27TH FLOOR
NEW YORK NY 10036-6710

ALLETE INC DBA MINNESOTA POWER
30 WEST SUPERIOR STREET
DULUTH MN 55802-2191

CHAMPION STEEL MINNESOTA INC
FABYANSKE WESTRA HART THOM
333 SOUTH SEVENTH STREET
SUITE 2600
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CHESTER COMPANY LIMITED
1035 7TH AVENUE EAST
HIBBING MN 55746-1405

DEBTOR

CLEVELAND CLIFFS INC
200 PUBLIC SQUARE
SUITE 3300
CLEVELAND OH 44114-2315

ERP IRON ORE LLC
192 SUMMERFIELD COURT SUITE 203
ROANOKE VA 24019-4581

FERGUSON ENTERPRISES INC
CO JO RETTKE
2350 W CTY RD C STE 150
ST PAUL MN 55113-2543

GLACIER PARK IRON ORE PROPERTIES LLC
755 E MULBERRY AVE SUITE 600
SAN ANTONIO TX 78212-6013

HAMMERLUND CONSTRUCTION INC
FABYANSKE WESTRA HART THOM
333 SOUTH SEVENTH STREET
SUITE 2600
MINNEAPOLIS MN 55402-2437

HT SURFACE AND MINERAL LLC
740 EAST SUPERIOR STREET
DULUTH MN 55802-3702

HUNT ELECTRIC CORPORATION
CO AARON A DEAN ESQ
MOSS BARNETT
150 SOUTH FIFTH STREET
SUITE 1200
MINNEAPOLIS MN 55402-4129

JEFFERIES LLC
CO BASSFORD REMELE PA
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MAGNETATION INC
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MINNESOTA DEPARTMENT OF NATURAL
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ST PAUL MN 55146-1176

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MANTY ASSOCIATES PA
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NORAMCO ENGINEERING CORPORATION
2729 13TH AVENUE EASE
HIBBING MN 55746-2314

NORTHERN INDUSTRIAL ERECTORS INC
FABYANSKE WESTRA HART THOM
333 SOUTH SEVENTH STREET
SUITE 2600
MINNEAPOLIS MN 55402-2437

PARSONS ELECTRIC LLC
CO AARON A DEAN ESQ
MOSS BARNETT
150 SOUTH FIFTH STREET
SUITE 1200
MINNEAPOLIS MN 55402-4129

RANGE ELECTRIC INC
FABYANSKE WESTRA HART THOM
333 SOUTH SEVENTH STREET
SUITE 2600
MINNEAPOLIS MN 55402-2437

RAVICH MEYER KIRKMAN MCGRATH NAUMAN
TANSEY
150 SOUTH FIFTH STREET
SUITE 3450
MINNEAPOLIS MN 55402-4201

RUDD EQUIPMENT COMPANY INC
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LOUISVILLE KY 40213-1841

THE JAMAR COMPANY
CO AARON A DEAN ESQ
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ASSOCIATES
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UNITED RENTALS NORTH AMERICA INC
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VIKING ELECTRIC SUPPLY INC
CO MICHAEL P COATY
HELEY DUNCAN MELANDER PLLP
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225 WEST STATION SQUARE DR
PITTSBURG PA 15219-1151

DULUTH
404 GERALD W HEANEY FEDERAL BUILDING
AND US COURTHOUSE AND CUSTOMHOUSE
515 WEST FIRST STREET
DULUTH MN 55802-1302

1620 EAST 78TH STREET
162
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947 BLOOMFIELD STREET
192 SUMMERFIELD COURT SUITE 203
ROANOKE NJ 24019-4581

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MONTICELLO IN 47960-2781

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ROSEMONT IL 60018-5187

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TUCSON AZ 85750-1136

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DULUTH MN 55802-2093

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15 APPLIEDORE LANE
P O BOX 87
NATURAL BRIDGE VA 24578-0087

APPLIED INDUSTRIAL TECHNOLOGY
1 APPLIED PLAZA
CLEVELAND OH 44115-2519

AUTOMATED DATA PROCESSING
11411 RED RUN BLVD
OWINGS MILLS MD 21117-3255

AW KUETTEL SONS INC
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DULUTH MN 55811-5729

B RILEY COMPANY LLC
11100 SANTA MONICA BLVD
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LOS ANGELES CA 90025-3979

B RILEY FBR INC
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LOS ANGELES CA 90025-3979

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BUHL MN 55713-0766

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NEWPORT BEACH CA 92660-5714

BLUECROSS BLUESHIELD
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2650 LOU MENK DRIVE
MARKETING OFFICE BUILDING
FORT WORTH TX 76131-2830

BNSF RAILWAY COMPANY
GROUP VICE INDUSTRIAL PRODUCTS
2650 LOU MENK DRIVE
FORT WORTH TX 76131-2830

BNSF RAILWAY COMPANY
JONES LANG LASALLE BROKERAGE
4300 AMON CARTER BLVD STE 100
FORT WORTH TX 76155-2685

BNSF RAILWAY COMPANY
JONES LANG LASALLE GLOBAL SVCS
3017 LOU MENK DRIVE STE 100
FORT WORTH TX 76131-2801

BNSF RAILWAY COMPANY
P O BOX 676160
DALLAS TX 75267-6160

BNSF RAILWAY COMPANY
P O BOX 961069
FORT WORTH TX 76161-0069

BNSF RAILWAY COMPANY
2500 LOU MENK DRIVE
AOB-3
FORT WORTH TX 76131-2828

BOUNDARY HUNTING CAMP
ATTN MICHAEL ANTONOVICH
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COLERAINE MN 55722-0122

BOUNDARY HUNTING CAMP
ATTN MICHAEL ANTONOVICH
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COLERAINE MN 55722-0224

BROCK WHITE COMPANY LLC
ATTN JONATHAN LLOYD
2575 KASOTA AVENUE
ST PAUL MN 55108-1590

BENJAMIN J COURT
STINSON LLP
50 S 6TH STREET SUITE 2600
MINNEAPOLIS MN 55402-2241

CAROLINE C HERRICK
411 MULBERRY POINT ROAD
GUILFORD CT 06437-3204

CATERPILLAR FINANCIAL SERVICES
ATTN SPEC ACCTS MANAGER
2120 WEST END AVENUE
NASHVILLE TN 37203-5341

CATERPILLAR FINANCIAL SERVICES
P O BOX 730669
DALLAS TX 75373-0669

CATERPILLAR FINANCIAL SVCS COR
P O BOX 30669
DALLAS TX 75373-0669

CENTRAL RENT A CRANE INC
ATTN DEREK BAUMGARTNER
4700 ACORN DRIVE
INDEPENDENCE OH 44131-6942

CENTURY LINK
P O BOX 2961
PHOENIX AZ 85062-2961

CENTURYLINK COMMUNICATIONS
1025 EL DORADO BLVD
ATTN LEGAL BKY
BROOMFIELD CO 80021-8254

CFSC
ATTN SPECIAL ACCTS MGR NABC
2120 WEST END AVENUE
NASHVILLE TN 37203-5251

CHESTER COMPANY LIMITED
3920 13TH AVENUE E STE 7
HIBBING MN 55746-3675

CSX TRANSPORTATION INC
500 WATER STREET
JACKSONVILLE FL 32202-4445

CSX TRANSPORTATION INC
ATTN RUSS EPTING
500 WATER STREET J842
JACKSONVILLE FL 32202-4445

CT LIEN SOLUTIONS
4520 MAIN STREET STE 1100
KANSAS CITY MO 64111-7700

CT LIEN SOLUTIONS
P O BOX 301133
DALLAS TX 75303-1133

CATERPILLAR FINANCIAL SERVICES
CORPORATION
MONICA CLARK ESQ DORSEY WHITNE
50 SOUTH SIXTH STREET SUITE 1500
MINNEAPOLIS MN 55402-1498

CENTURYLINK COMMUNICATIONS LLC FKA
QWEST COM
ATTN LEGALBKY
1028 EL DORADO BLVD
BROOMFIELD CO 80021

DAN ANDREWS
P O BOX 12
MARBLE MN 55764-0012

DAVD L LEWIS
309 WEST 43RD STREET STE 105
SIOUX FALLS SD 57105-6805

DENTONS US LLP
1221 AVENUE OF THE AMERICAS
NEW YORK NY 10020-1001

DIAMOND LAKE ROAD ASSOCIATION
P O BOX 351
BOVEY MN 55709-0351

DR MICHAEL L TUCK
5416 LAMONA AVENUE
SHERMAN OAKS CA 91411-3603

INTERNATIONAL
DSA INVESTMENTS INC
ATTN JOHN ORAM
LEVEL 28G SILVER TOWER
CLUSTER I JUMEIRAH LAKE TOWERS
P O BOX 393324
DUBAI UNITED ARAB EMIRATES

INTERNATIONAL
DSA INVESTMENTS INC
ATTN N DHARAMVEER
LEVEL 28G SILVER TOWER
CLUSTER I JUMEIRAH LAKE TOWERS
P O BOX 393324
DUBAI UNITED ARAB EMIRATES

DON HOSTETLER
711 EAST 65TH STREET SUITE 208
INDIANAPOLIS IN 46220-1609

DONNA L CULVER
1201 NORTH MARKET ST
16TH FLOOR
WILMINGTON DE 19801-1147

ENCECO MEMBER
ATTN CHARLES A EBETINO JR
3694 SEAFORD DRIVE
COLUMBUS OH 43220-4842

ENCORE ENERGY
12120 PORT GRACE BLVD STE 200
OMAHA NE 68128-8235

ENERVANTAGE
12120 PORT GRACE BLVD STE 200
LA VISTA NE 68128-8235

ERP COMPLAINT COKE LLC
15 APPLEDORE LANE
P O BOX 87
NATURAL BRIDGE VA 24578-0087

FAEGRE BAKER DANIELS LLP
ATTN DENNIS RYAN
90 S SEVENTH STREET STE 2200
MINNEAPOLIS MN 55402-3901

FASTENAL COMPANY
ATTN JOHN MILEK
2001 THEURER BLVD
WINONA MN 55987-9902

FERGUSON ENTERPRISES INC
ATTN HOLLY WELCH
1057 EAST 54TH STREET
INDIANAPOLIS IN 46220-3590

FERGUSON ENTERPRISES INC
ATTN HOLLY WELCH
2350 W COUNTY RD C STE 150
ROSEVILLE MN 55113-2543

FIRST AMERICAN TITLE INSURANCE CO
1201 WALNUT STREET STE 700
KANSAS CITY MO 64106-2175

FLSMIDTH INC
7158 SOUTH FLSMIDTH DRIVE
ATTN- MARK D TAYLOR
MIDVALE UT 84047-5559

FERGUSON ENTERPRISES INC
WAGNER FALCONER JUDD LTD
100 S 5TH ST STE 800
MPLS MN 55402-5357

GENERAL SECURITY SERVICES CORP
P O BOX 823424
PHILADELPHIA PA 19182-3424

GENERAL WASTE DISPOSAL AND
RECOVERY SERVICES
P O BOX 312
CHISHOLM MN 55719-0312

GENERAL WASTE DISPOSAL AND
RECOVERY SERVICES INC
1 SW 7TH STREET
CHISHOLM MN 55719-1215

GLACIER PARK COMPANY
CO CONOCO PHILLIPS COMPANY
600 NORTH DAIRY ASHFORD
HOUSTON TX 77079-1100

GREAT NORTHERN IRON ORE PROPERTIES
801 EAST HOWARD STREET
P O BOX 429
HIBBING MN 55746-0429

GENERAL SECURITY SERVICES CORPORATION
9110 MEADOWVIEW ROAD
BLOOMINGTON MN 55425-2458

HAMMERLUND CONSTRUCTION
ATTN JOHN A STENE
40 COUNTY ROAD 63
GRAND RAPIDS MN 55744-9631

HAMMERLUND CONSTRUCTION INC
FABYANSKE WESTRA ET AL
333 SOUTH SEVENTH STREET STE 2600
MINNEAPOLIS MN 55402-2437

HAMMERLUNDS CHAMPION STEEL INC
NKA CHAMPION STEEL MN INC
DBA CHAMPION STEEL
FABYANSKE WESTRA ET AL
333 SOUTH SEVENTH STREET STE 2600
MINNEAPOLIS MN 55402-2437

HAMMERLUNDS CHAMPION STEEL INC
DBA CHAMPION STEEL
40 COUNTY ROAD 63
GRAND RAPIDS MN 55744-9631

HAWKINSON CONSTRUCTION CO INC
501 WEST COUNTY ROAD 63
GRAND RAPIDS MN 55744-4731

HT SURFACE AND MINERALS LLC
801 EAST HOWARD STREET
P O BOX 429
HIBBING MN 55746-0429

HUNT ELECTRIC CORPORATION
ATTN BRAD BOOS
4330 W FIRST STREET STE B
DULUTH MN 55807-2239

INDIANA DEPT OF REVENUE
P O BOX 7224
INDIANAPOLIS IN 46207-7224

IRONMAN CONCRETE PUMPING INC
ATTN NORM VOIGT
37334 STATE HIGHWAY 65
NASHWAUK MN 55769-4074

ITASCA COUNTY ATTORNEY
ATTN JACK MUHAR
123 4TH STREET NE
GRAND RAPIDS MN 55744-2681

ITASCA COUNTY AUDITOR
123 NE 4TH STREET
GRAND RAPIDS MN 55744-2681

ITASCA COUNTY LAND DEPARTMENT
1177 LAPRAIRIE AVENUE
GRAND RAPIDS MN 55744-3322

ITASCA COUNTY REGIONAL
RAILROD AUTHORITY
123 NE FOURTH STREET
GRAND RAPIDS MN 55744-2659

ITASCA COUNTY TRANSPORTATION
123 4TH STREET NE
GRAND RAPIDS MN 55744-2681

INTERNAL REVENUE SERVICE
PO BOX 7346
PHILADELPHIA PA 19101-7346

JAMAR COMPANYTHE
ATTN CRAIG FELLMAN
4701 MIKE COLALILLO DRIVE
DULUTH MN 55807-2762

JAMES T LEWIS
309 WEST 43RD STREET STE 105
SIOUX FALLS SD 57105-6805

JEFFERIES LLC
520 MADISON AVENUE SIXTH FLOOR
NEW YORK NY 10022-4344

JK MECHANICAL CONTRACTORS INC
ATTN JOE KLAMM
240 5TH STREET
NASHWAUK MN 55769-1160

JOHN C HAMMEREL JR
10200 E CELTIC DRIVE
SCOTTSDALE AZ 85260-7253

JOHN G DEVANEY
10 POND VIEW DRIVE
NANTUCKET MA 02554-4403

JOHN J MORGAN COMPANY
ATTN THOMAS G MORGAN
1413 THOMPSON AVENUE STE 1
SOUTH ST PAUL MN 55075-1472

JOHN PARKER TRAUERNICHT
60 BAYVILLE ROAD
LOCUST VALLEY NY 11560-2028

JENNIFER E BELL
192 SUMMERFIELD COURT SUITE 203
ROANOKE VA 24019-4581

JOHN J MORGAN COMPANY
CO KURT M ANDERSON
PO BOX 15667
MINNEAPOLIS MN 55415-0667

K BUILDING COMPONENTS INC
ATTN RIAN BURKES
1955 HIGHWAY 37
HIBBING MN 55746-3613

PARTIES DESIGNATED AS "EXCLUDE" UNDER THE SERVICE OF PROCESS FIRST CLASS MAIL
PARTIES WITH A '+' AND DESIGNATED AS "CM/ECF" RECEIVED ELECTRONIC NOTICE THROUGH THE CM/ECF SYSTEM

INTERNATIONAL
KATHERINE GAY BENOUN
8 RUE DE LEVIS
75017 PARIS FRANCE

KELLY CONSTRUCTION OF INDIANA
ATTN DAVID DAUGHERTY
3310 CONCORD ROAD
LAFAYETTE IN 47909-5128

KERAMIDA
401 N COLLEGE AVENUE
INDIANAPOLIS IN 46202-3605

KIMBALL H KNUTSON
2417 33RD AVENUE
MINNEAPOLIS MN 55406-1463

KELLY CONSTRUCTION OF INDIANA INC
DAVID DAUGHERTY
3310 CONCORD ROAD
LAFAYETTE IN 47909-5128

FIRST MERCHANTS BANK NA
PO BOX 792
MUNCIE IN 47308-0792

LEJEUNE STEEL COMPANY
ATTN JIM TORBORG
118 W 60TH STREET
MINNEAPOLIS MN 55419-2319

LIGHTHOUSE MANAGEMENT GROUP
ATTN JAMES CULLEN
900 LONG LAKE ROAD STE 180
NEW BRIGHTON MN 55112-6455

LIQUIDITY SOLUTIONS INC
ATTN JEFF CARESS
ONE UNIVERSITY PLAZA STE 312
HACKENSACK NJ 07601-6205

LARA NATURAL RESOURCES LLC
192 SUMMERFIELD COURT SUITE 203
ROANOKE VA 24019-4581

LIGHTHOUSE MANAGEMENT GROUP INC
ATTN JIM BARTHOLOMEW
900 LONG LAKE ROAD SUITE 180
NEW BRIGHTON MN 55112-6455

LIQUIDITY SOLUTIONS INC
ONE UNIVERSITY PLAZA SUITE 312
HACKENSACK NJ 07601-6205

MAG GLOBAL
ATTN MICHAEL J TALARICO
102 NE 3RD STREET STE 120
GRAND RAPIDS MN 55744-2868

MAG INC
ATTN MICHAEL J TALARICO
102 NE 3RD STREET STE 120
GRAND RAPIDS MN 55744-2868

MAGNETATION INC
102 THIRD STREET NE STE 120
GRAND RAPIDS MN 55744-2868

MAGNETATION LLC
ATTN MICHAEL J TALARICO
102 NE 3RD STREET STE 120
GRAND RAPIDS MN 55744-2868

MARK P ROGERS
TRUSTEE MARK P ROGERS REV TRUS
2410 MERRIMAC LANE
PLYMOUTH MN 55447-2118

MECHANICS MINERS LIEN CLAIMS
LIGHTHOUSE MANAGEMENT GROUP
900 LONG LAKE ROAD STE 180
NEW BRIGHTON MN 55112-6455

MEDIACOM BUSINESS
ONE MEDIACOM WAY
MEDIACOM NY 10918-4810

METLIFE
PO BOX 804466
KANSAS CITY MO 64180-4466

METRO SALES INC
1620 EAST 78TH STREET
MINNEAPOLIS MN 55423-4637

MIDWEST CONSTRUCTORS LLC
ATTN LYNN L WALL
600 KENTUCKY AVENUE STE 100
INDIANAPOLIS IN 46225-1275

MINN DEPT OF NATURAL RESOURCES
500 LAFAYETTE ROAD
BOX 10
ST PAUL MN 55155-4002

MINNEAPOLIS OXYGEN CO
3842 WASHINGTON AVENUE N
MINNEAPOLIS MN 55412-2168

MINNESOTA DEPARTMENT OF
NATURAL RESOURCES
1201 EAST HIGHWAY 2
GRAND RAPIDS MN 55744-3296

MINNESOTA DEPT NATURAL RESOURCES
ATTN JESS RICHARDS
500 LAFAYETTE ROAD
ST PAUL MN 55155-4002

MINNESOTA DEPT OF HEALTH
RADIOACTIVE MATERIALS UNIT
P O BOX 64497
ST PAUL MN 55164-0497

MINNESOTA DEPT OF LABOR INDUSTRY
443 LAFAYETTE ROAD
ST PAUL MN 55155-4300

MINNESOTA DEPT OF NATURAL RESOURCES
500 LAFAYETTE ROAD
BOX 10
ST PAUL MN 55155-4002

MINNESOTA DEPT OF REVENUE
600 NORTH ROBERT STREET
ST PAUL MN 55101

MINNESOTA INDUSTRIES INC
ATTN PAUL JANSSEN
610 INDUSTRIAL AVENUE
CHISHOLM MN 55719

MINNESOTA POLLUTION
CONTROL AGENCY
520 LAFAYETTE ROAD
ST PAUL MN 55155-4102

MINNESOTA POWER
CO RANGE CREDIT BUREAU INC
PO BOX 706
HIBBING MN 55746-0706

MINNESOTA POWER
P O BOX 1001
DULUTH MN 55806-1001

MODSPACE
12603 COLLECTIONS CENTER DRIVE
CHICAGO IL 60693-0126

MOOSES HUNTING CAMP
ATTN DAVID VIDMAR
36477 FREESTONE ROAD
GRAND RAPIDS MN 55744-5422

MERIDA NATURAL RESOURCES LLC
ATTN TOM CLARKE
192 SUMMERFIELD COURT SUITE 203
ROANOKE VA 24019-4581

MERIDA NATURAL RESOURCES LLC
CO DENTONS US LLP
1221 AVENUE OF THE AMERICAS
ATTN- OSCAR N PINKAS
NEW YORK NY 10020-1001

MESABI METALLICS COMPANY LLC
CO SIDLEY AUSTIN LLP
ATTN- MICHAEL G BURKE
787 SEVENTH AVENUE
NEW YORK NY 10019-6088

MIDWEST CONSTRUCTORS LLC
HOSTETLER LAW
711 EAST 65TH STREET SUITE 208
INDIANAPOLIS IN 46220
INDIANAPOLIS IN 46220-1609

NIPSCO
P O BOX 13007
MERRILLVILLE IN 46411-3007

NORAMCO ENGINEERING CORPORATION
ATTN JAMES ZIMMER
2729 13TH AVENUE EAST
HIBBING MN 55746-2314

NORAMCO ENGINEERING CORPORATION
P O BOX 1091
DULUTH MN 55810-0091

NORTHERN INDIANA PUBLIC
SERVICE COMPANY ATTN D COTA
801 E 86TH AVENUE
MERRILLVILLE IN 46410-6271

NORTHERN INDUSTRIAL ERECTORS
ATTN DEREK BOSTYANCIC
P O BOX 308
GRAND RAPIDS MN 55744-0308

NORTHERN INDUSTRIAL ERECTORS INC
FABYANSKE WESTRA ET AL
333 SOUTH SEVENTH STREET STE 2600
MINNEAPOLIS MN 55402-2437

NORTHERN PLAINS RAIL SERVICE
100 RAILROAD AVENUE
P O BOX 38
FORDVILLE ND 58231-0038

NTS
526 CHESTNUT STREET
VIRGINIA MN 55792-2532

NUBAI MEMBER
ATTN JOHN ORAM
P O BOX 2416 ROAD TOWN
TORTOLA VI 11100

OHIO DEPT OF REVENUE
4485 NORTHLAND RIDGE BLVD
COLUMBUS OH 43229-5404

OLD NATIONAL TRUST COMPANY
1 MAIN STREET 3RD FL
EVANSVILLE IN 47708-1471

ONE SOURCE EQUIPMENT RENTALS
ATTN JACK BAXTER
2835 CONCORD ROAD
LAFAYETTE IN 47909-3306

PARSON ELECTRIC LLC
ATTN MICHAEL NORTHQUEST
5960 MAIN STREET NE
MINNEAPOLIS MN 55432-5480

POCAHONTAS MEMBER
ATTN THOMAS M CLARKE
192 SUMMERFIELD COURT STE 203
ROANOKE VA 24019-4581

PARTIES DESIGNATED AS "ADVISE" HAVE NOT SERVED FINAL NOTICE FIRST CLASS MAIL
PARTIES WITH A '+' AND DESIGNATED AS "CM/ECF" SYSTEM RECEIVE ELECTRONIC NOTICE THROUGH THE CM/ECF SYSTEM

PRECISION TESTING INC
ATTN CONNIE PEARSON
5559 ENTERPRISE DRIVE NE
VIRGINIA MN 55792-3614

PROGRESS RAIL
25083 NETWORK PLACE
CHICAGO IL 60673-1250

PROGRESS RAIL
ATTN JONATHAN NEWMAN
1600 PROGRESS DRIVE
ALBERTVILLE AL 35950-8545

PRYOR CASHMAN LLP
7 TIMES SQUARE
NEW YORK NY 10036-6569

POCAHONTAS NATURAL RESOURCES LLC
CO DENTONS US LLP
1221 AVENUE OF THE AMERICAS
ATTN- OSCAR N PINKAS
NEW YORK NY 10020-1001

PROGRESS RAIL LEASING CORPORATION
1600 PROGRESS DRIVE
ALBERTVILLE AL 35950-8545

RANDALL LEE VANNET TRUST
28938 ARBO ROAD
GRAND RAPIDS MN 55744-6350

RANGE ELECTRIC INC
ATTN ANNA MAHAN
1102 NORTH THIRD STREET
SUPERIOR WI 54880-1230

RANGE ELECTRIC INC
FABYANSKE WESTRA ET AL
333 SOUTH SEVENTH STREET STE 2600
MINNEAPOLIS MN 55402-2437

RAPIDS PROCESS EQUIPMENT INC
ATTN BRENT ROERING
26489 INDUSTRIAL BLVD
COHASSET MN 55721-8696

RAW MATERIALS IRONMAKING
1992 EASTHILL DRIVE
BETHLEHEM PA 18017-2709

RGGS LAND MINERALS LTD LP
P O BOX 1266
209 E 8TH STREET S
VIRGINIA MN 55792-1266

RGGS LAND MINERALS LTD LP
P O BOX 4667
HOUSTON TX 77210-4667

RON'S KORNER PROPERTIES
7896 US HIGHWAY 169
BOVEY MN 55709-7905

RUDD EQUIPMENT COMPANY
DEPT 77432
P O BOX 77000
DETROIT MI 48277-2000

ROBB J BIGELOW
192 SUMMERFIELD COURT SUITE 203
ROANOKE VA 24019-4581

SHECK INDUSTRIAL CORPORATION
ATTN KAREN P LAYNG
800 E PLAINFIELD ROAD
COUNTRYSIDE IL 60525

SCHWARTZ REDI MIX INC
34882 SCENIC HWY
BOVEY MN 55709-6032

SHAMBAUGH SON LP
ATTN BILL MEYER
7614 OPPORTUNITY DRIVE
FORT WAYNE IN 46825-3363

SOLID PLATFORMS INC
ATTN JASON R LAMMERTIN
6610 MELTON ROAD
PORTAGE IN 46368-1236

ST LOUIS COUNTY AUDITOR TREAS
100 N 5TH AVENUE W
DULUTH MN 55802-1287

STATE OF MINNESOTA
500 LAFAYETTE ROAD
BOX 10
ST PAUL MN 55155-4002

STEPHEN E LEWIS
2660 MAPLE AVENUE
NORTHBROOK IL 60062-5267

STEPHEN E LEWIS
305 LOCKHART CT
FRANKLIN TN 37069-6568

STEVE ELLISON
19853 COUNTY ROAD 10
WARBA MN 55793-1663

SUTTLE STALNAKER
1411 VIRGINIA STREET E STE 100
CHARLESTON WV 25301-3016

SWEARINGEN CONSULTING LLC
6424 WOODLAND COURT
AURORA MN 55705-8700

SYSTEMS ASSOCIATES INC
1932 INDUSTRIAL DRIVE
LIBERTYVILLE IL 60048-9716

SOLID PLATFORMS INC
JASON R LAMMERTIN
6610 MELTON ROAD
PORTAGE IN 46368-1236

SOMPO INTERNATIONAL INSURANCE
CO LEE WOODARD ESQ
HARRIS BEACH PLLC
333 WEST WASHINGTON STREET SUITE 200
SYRACUSE NY 13202-5202

STATE OF MINNESOTA DEPT OF NATURAL
RESOURC
500 LAFAYETTE ROAD
BOX 45
ST PAUL MN 55155-4002

STEVE JONES
1370 AIRGLOW CT
HENDERSON NV 89014-8845

STEVEN JONES
1330 DUSTY SAGE CT
HENDERSON NV 89014-8884

STEVEN MARK JONES
1330 DUSTY SAGE CT
HENDERSON NV 89014-8884

TENOVA CORE
75 REMITTANCE DRIVE DEPT 3168
CHICAGO IL 60675-3168

THOMAS M CLARKE
15 APPLIEDORE LANE
P O BOX 87
NATURAL BRIDGE VA 24578-0087

TOLTZ KING DUVALL ANDERSON
ASSOC INC DBA TKDA
444 CEDAR STREET STE 1500
ST PAUL MN 55101-2110

TRANE US INC
ATTN ROBERT ROERS
3600 PAMMEL CREEK ROAD
LA CROSSE WI 54601-7511

TROUMBLY BROTHERS PARTNERSHIP
P O BOX 405
TACONITE MN 55786-0405

TWIN CITY FAN COMPANIES LTD
ATTN CHRISTINE ARRELL
5959 TRENTON LANE N
PLYMOUTH MN 55442-3238

THOMAS M CLARKE
192 SUMMERFIELD COURT SUITE 203
ROANOKE VA 24019-4581

TOLTZ KING DUVALL ANDERSON AND
ASSOCIATES
ATTN THOMAS S STONEBURNER PE
444 CEDAR STREET SUITE 1500
ST PAUL MN 55101-2140

TRANE US INC
CO WAGNER FALCONER JUDD LTD
100 SOUTH 5TH STREET
SUITE 800
MINNEAPOLIS MN 55402-1203

US BANK
PO BOX 5229
CINCINNATI OH 45201-5229

U S NUCLEAR REGULATORY COMMISSION
11545 ROCKVILLE PIKE
ROCKVILLE MD 20852-2895

~~EXCLUDE~~

~~US TRUSTEE
300 SOUTH FOURTH
SUITE 1015
MINNEAPOLIS MN 55415-3070~~

ULLAND BROTHERS INC
ATTN LANCE STRANDBERG
1634 HWY 210
CARLTON MN 55718-8176

UNITED RENTALS NORTH AMERICA
ATTN TARA MILLER
6125 LAKEVIEW ROAD STE 300
CHARLOTTE NC 28269-2616

UNITED STATES STEEL CORP
OLD HIGHWAY 169
P O BOX 417
MT IRON MN 55768-0417

UNITED STATES STEEL CORPORATION
332 MINNESOTA STREET
ST PAUL MN 55101-1314

~~EXCLUDE~~

~~US TRUSTEE
1015 US COURTHOUSE
300 S 4TH ST
MINNEAPOLIS MN 55415-3070~~

VIKING ELECTRIC SUPPLY INC
ATTN MIKE WIERZCHOWSKI
451 INDUSTRIAL BOULEVARD NE
MINNEAPOLIS MN 55413-2938

VIKING ELECTRIC SUPPLY INC
HELEY DUNCAN MELANDER PLLP
ATTN- MICHAEL P COATY ESQ
8500 NORMANDALE LAKE BLVD SUITE 2110
MINNEAPOLIS MN 55437-3813

WARD B LEWIS JR REV TRUST
CO ERICA LEWIS
490 S MILLEDGE AVENUE
ATHENS GA 30605-1050

WASTE MANAGEMENT OF INDIANA
P O BOX 4648
CAROL STREAM IL 60197-4648

WASTE MANAGEMENT OF WI MN
P O BOX 4648
CAROL STREAM IL 60197-4648

WEIR MINERALS NETHERLANDS
CO BERENS MILLER
80 SOUTH 8TH STREET STE 3720
MINNEAPOLIS MN 55402-2219

WELDSTAR
P O BOX 1150
AURORA IL 60507-1150

WESCO DISTRIBUTION INC
ATTN STEVEN KATZ
5554 ENTERPRISE DRIVE NE
VIRGINIA MN 55792-3692

WESCO DISTRIBUTION INC
WAGNER FALCONER JUDD LTD
100 S 5TH ST STE 800
MPLS MN 55402-5357

WHITE COUNTY INDIANA
ATTN AUDITOR
2013 WEST 25 SOUTH
MONTICELLO IN 47960

WHITE COUNTY TREASURER
P O BOX 388
MONTICELLO IN 47960-0388

WILLIAM CLAYTON TRAUERNICHT
60 BAYVILLE ROAD
LOCUST VALLEY NY 11560-2028

WILLIAMS SCOTSMAN INC
P O BOX 91975
CHICAGO IL 60693-1975

WILMINGTON SAVINGS FUND
SOCIETY FSB
500 DELAWARE AVENUE
WILMINGTON DE 19801-1490

WILMINGTON SAVINGS FUND SOCIETY
ATTN GEOFFREY J LEWIS
500 DELAWARE AVENUE
WILMINGTON DE 19801-1490

WINTHROP WEINSTINE PA
225 S SIXTH STREET STE 3500
MINNEAPOLIS MN 55402-4629

WAGNER FALCONER JUDD LTD
100 SOUTH FIFTH STREET SUITE 800
MINNEAPOLIS MN 55402-5357

WEIR MINERALS NETHERLANDS BV
DONNA L CULVER
1201 NORTH MARKET STREET
16TH FLOOR
WILMINGTON DE 19801-1147

WHITE COUNTY INDIANA
JONATHAN SUNDHEIMER BARNES THORN
11 SOUTH MERIDIAN STREET
INDIANAPOLIS IN 46204-3506

WILMINGTON SAVINGS FUND SOCIETY FSB
500 DELAWARE AVENUE
ATTN- PATRICK HEALY
WILMINGTON DE 19801-1490

XTREME CONTRACTORS CO LLC
ATTN TARA WILSON
348 E US HIGHWAY 24
REYNOLDS IN 47980-8000

ZEIGLER INC
SDS 120436
PO BOX 86
MINNEAPOLIS MN 55486-0436

ANDREA M HAUSER
LEONARD OBRIEN SPENCER GALE S
100 SOUTH FIFTH STREET SUITE 2500
MINNEAPOLIS MN 55402-1234

CO LAMEY LAW FIRM P WEIR MINERALS
NETHERLAN
980 INWOOD AVE N
OAKDALE MN 55128-6625

JOHN MUHAR ITASCA COUNTY
ITASCA COUNTY ATTORNEY
123 4TH STREET NE
GRAND RAPIDS MN 55744-2681

~~EXCLUDE~~
~~NAUNI JO MANTY~~
~~MANTY ASSOCIATES PA~~
~~150 SOUTH FIFTH STREET~~
~~SUITE 3125~~
~~MINNEAPOLIS MN 55402-4221~~

WILL TANSEY
RAVICH MEYER LAW FIRM
150 SOUTH FIFTH STREET
SUITE 3450
MINNEAPOLIS MN 55402-5311

William P. Wassweiler
Ballard Spahr LLP
2000 IDS Center
80 South Eighth Street
Minneapolis, MN 55402

wassweilerw@ballardspahr.com

Matthew W. Silverman
Pryor Cashman LLP
7 Times Square
New York, NY 10036-6569

msilverman@pryorcashman.com

Charles E. Nelson
Ballard Spahr LLP
2000 IDS Center
80 South 8th Street
Minneapolis, MN 55402

nelsonc@ballardspahr.com

Seth H. Lieberman
Pryor Cashman LLP
7 Times Square
New York, NY 10036-6569

slieberman@pryorcashman.com

(Interested Party)
Wilmington Savings Fund Society, FSB
as Indenture Trustee for the Floating
Rate Senior Secured Amortizing PIK
Toggle Notes due 2019
represented by:
Conrad K. Chiu
Pryor Cashman LLP
7 Times Square
New York, NY 10036-6569

cchiu@pryorcashman.com

(Interested Party)
White County, Indiana
represented by:
Christopher J. Knapp
Barnes & Thornburg LLP
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UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 7
BKY 18-50378 (WJF)

ERP Iron Ore, LLC,

Debtor.

**ORDER AUTHORIZING SALE OF THE DEBTOR'S PERSONAL PROPERTY ASSETS
FREE AND CLEAR OF LIENS, ENCUMBRANCES AND OTHER INTERESTS**

This matter came before the court on the motion of Nauni Manty, the chapter 7 trustee of the bankruptcy estate of ERP Iron Ore, LLC, for an order authorizing her to sell the debtor's assets free and clear of liens, encumbrances and other interests. Based upon all of the files, records and proceedings herein,

THE COURT MAKES THE FOLLOWING FINDINGS OF FACT:

1. The relief granted is in the best interest of the estate, all creditors and other interested parties in this case.
2. The sale of the property to PPL Group XIV, LLC ("PPL") is a good-faith transaction within the meaning of 11 U.S.C. § 363(m), and PPL is found not to be a continuation of, or a successor to, the debtor or any entity owned by the debtor.
3. Adequate and sufficient notice to all creditors and interested parties to this case of the proposed entry of the order has been given.
4. The sale of the Personal Property Assets constitutes the highest and best offer for those assets, and will provide a greater recovery for the debtor's estate than would be provided by any other available alternative. The trustee's determination that the transaction with PPL constitutes the highest and best offer for the Personal Property Assets constitutes a valid and sound

exercise of the trustee's business judgment.

IT IS HEREBY ORDERED:

1. The request for expedited hearing is granted.
2. The motion for sale of the debtor's property free and clear of liens, encumbrances and other interests is granted.
3. PPL or the successful purchaser agrees to pay the trustee within ten days of this order.
4. The conditions of 11 U.S.C. § 363(f) of the bankruptcy code have been satisfied in full; therefore, the trustee is authorized to sell the property of the debtor described herein (the "Personal Property Assets") free and clear of any and all liens, encumbrances and other interests.

The Personal Property Assets as follows:

Description	Make	Model	Year	Serial/VIN
Excavator	Caterpillar	336DH		W3K00704
Excavator	Caterpillar	336E		HBZY00283
Excavator	Caterpillar	336DL		W3K00503
Haul Truck	Caterpillar	740		KB1P05722
Haul Truck	Caterpillar	740		KB1P04837
Haul Truck	Caterpillar	740		VB1P06520
Compactor	Caterpillar	CS-563E		CASA01084
Tracked Tractor	Caterpillar	Challenger		
Sweeper	Rosco	4890		58791
Sweeper	Rosco	4890		69303
Lube Truck	Kenworth			n.a.
Lube Truck	International	8600 6x4	2005	1HSHXAHR46J263187
4x4 Pick up	Chevy	2500HD	2011	1GC2KVC5BZ465719

4x4 Pick up	Chevy	2500HD	2009	1GCHK53K09F16876
4x4 Pick up	Chevy	1500	2011	3GCPKSE32BG276377
4x4 Pick up	Chevy	1500	2010	3GCRKSE33AG296497
Plow Pick up	Ford	F250	2007	1FT1NF21556EA70709
Box Van	Ford	F550	2008	1FDAF56581EA18755
Pick up	GMC	Sierra	2007	2GTEK13C881100861
4x4 Pick up	Chevy	2500	2008	1GCHK29K88E176936
4x4 Pick up	Dodge	RAM	2009	n.a.
4x4 Pick up	Chevy	2500HD	2008	1GCHK23K98F196583
4x4 Pick up	Chevy	2500HD	2008	1GCHK59K29E113849
4x4 Pick up	Chevy	2500HD	2009	1GC4K08G8AF142942
Flatbed	Ford	F550	2004	1FDXF547815EA13538
4x4 Pick up	Chevy	2500HD	2003	1GCHK53K49F105514
Service Truck	Ford	F550	2004	1FDSX35S21EA63253
SUV	GMC	Yukon	2012	1GKS2CE03DR159811
4x4 Pick up	Ford	F150	2011	1FTFW1ET1CFA13925
4x4 Pick up	Chevy	1500	2010	3GCPKSE30BG104266
Service Truck	Ford	F350		LT5
Service Truck	Ford	F250		n.a.
Pick up	Dodge	Dakota	1997	1B7GG23X1VS217826
Service Truck As-Is	Ford	F550		LT3
Tymco Sweeper	Ford			
Tymco Sweeper	Freightliner			
Balebuster	HayBuster	2564		
Vac Trailer	Ring-o-Matic	550		
Hydro Seeder	Finn	T120		
Diesel Pump	Thompson			

Diesel Pump	Thompson			
Diesel Pump	UA Rental			
Diesel Pump	UA Rental			
Diesel Pump	Thompson			
Diesel Pump	Thompson			
Diesel Pump				
Diesel Pump				
Light Plant	Allmand			
Light Plant	Terex			
Light Plant	Allmand	Night Lite Pro II		
Light Plant	Allmand			
Light Plant	Magnum			
Air Compressor	Doosan	XP825		
Air Compressor	Sullair	185		
Flatbed Trailer	PJ			
Flatbed Trailer				
Boom Lift	Genie	S-120		
Herc-u-Lift	JLG	4069LE		
Forklift	Toyota	8FGCU30		11650
ATV w/ Trailer				
(9) Dump Hoppers	Jesco			
Excavator Buckets				
Structural Steel				
Disc	Wishek			
Pontoon Boat				
Storage Container				
E-50 Float Cell				

Gang Box	Jobox			
(8) Storage Containers				
Pipe Welder	McElroy			
Pipe Welder				
Spare Parts Inventory				
Garage Equipment consisting of miscellaneous tools, pumps				

5. Upon the closing of the sale contemplated herein, all creditors, employees, and equity holders of the debtor, are bound by this order and the Personal Property Assets are sold free and clear of their respective claims, liens, encumbrances and interests, whether known or unknown, asserted or unasserted, of any kind or nature whatsoever, except as otherwise specifically set forth herein.

6. All liens, encumbrances or other interests on the Personal Property Assets sold will attach to the proceeds of the sale of the property with the same dignity, priority and extent as held against the property prior to the sale and such proceeds will be held by the trustee in a segregated account pending further order of the court. Notwithstanding anything set forth in the trustee's sale motion or herein, any issues as to the characterization of the Personal Property Assets and as to priority of the secured creditors that assert liens in and to such Personal Property Assets can be determined at a later time and all of the secured creditors' rights as to such issues are hereby fully reserved, including any rights of offset or other claims and defenses that may be asserted by the trustee. The trustee's right, if any, to surcharge the sale proceeds under 11 U.S.C. § 506(c) is preserved.

7. The trustee is authorized to use the sale proceeds to pay all expenses of the sale.

8. The fourteen-day stay as provided by Fed. R. Bankr. P. 6004(h) is waived.

9. The Personal Property Assets are being sold “as is, where is” without any representations and warranties.

10. The trustee and her representatives are authorized to take such other actions and execute and deliver such additional documents or instruments as will be reasonably necessary to effectuate the transactions contemplated in the trustee's motion.

11. The trustee is authorized to sell the Personal Property Assets upon all the terms set forth in the trustee’s motion, this order, and any agreement entered into by the parties.

12. This court retains jurisdiction to enforce and implement the terms and provisions of this order and the final agreement between the trustee and PPL, all amendments thereto, any waivers and consents thereunder, and of any agreements executed in connection therewith in all respects.

Dated:

William J. Fisher
United States Bankruptcy Judge